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**FOR IMMEDIATE RELEASE**

8 July 2025

Disclosure under Rule 2.10(c)(ii) of the Takeover Code in respect of the

**RECOMMENDED CASH OFFER**

**for**

**INSPIRED PLC**

**by**

**INTREPID BIDCO LIMITED**

**Update on the letter of intent provided by William Currie Investments Limited**

On 26 June 2025, the boards of Intrepid Bidco Limited ("**Bidco**") and Inspired PLC ("**Inspired**") announced that they had reached agreement on the terms of a cash offer by Bidco, a newly formed company managed by funds managed and/or advised by HGGC, LLC and its affiliates, for the entire issued and to be issued ordinary share capital of Inspired (the "**Transaction**") (the "**Rule 2.7 Announcement**"), to be implemented by way of a takeover offer within the meaning of Chapter 3 of Part 28 of the Companies Act (the "**Offer**"). This followed the announcement of an unsolicited offer from Regent Acquisitions 2025 Limited ("**Regent**") on 22 April 2025.

Capitalised terms used in this announcement, unless otherwise defined, shall have the meanings given to them in the Rule 2.7 Announcement.

**William Currie Investments Limited**

As set out in the Rule 2.7 Announcement, Bidco disclosed that it had received a non-binding letter of intent from William Currie Investments Limited ("**William Currie**") dated 26 June 2025 (the "**HGGC Offer LOI**") to accept (or, where applicable, procure the acceptance of) the Offer in respect of: (i) 2,391,744 Inspired Shares representing approximately 1.50 per cent. of the ordinary share capital of Inspired in issue as at the 25 June 2025, being the last business day before the date of the Rule 2.7 Announcement; and (ii) 3,291,744 Inspired Warrants. Under the HGGC Offer LOI, William Currie is permitted to sell, acquire or otherwise deal in Inspired Shares at any time.

On 29 April 2025, William Currie had also provided Inspired with a letter of intent to not accept Regent's Offer (the "**Regent Offer Rejection LOI**").

In accordance with Rule 2.10(c) of the Code, Bidco and Inspired announce that, pursuant to a Form 8.3 released by William Currie on 7 July 2025, Bidco and Inspired became aware that William Currie had sold 2,000,000 of the Inspired Shares subject to the HGGC Offer LOI and the Regent Offer Rejection LOI. Following the sale of such Inspired Shares, William Currie now holds 391,744 Inspired Shares and 3,291,744 Inspired Warrants (the "**Revised William Currie Holding**").

Each of the HGGC Offer LOI and the Regent Offer Rejection LOI continues to apply in respect of the Revised William Currie Holding only.

Therefore, the total number of Inspired Shares which remain subject to letters of intent in respect of the Offer by Bidco is 5,802,110, representing approximately 3.63 per cent. of the issued ordinary share capital of Inspired as at close of business on 7 July 2025, being the last business day prior to the date of this announcement. In aggregate, the indications of support for the Offer to accept, or to procure the acceptance of, the Offer represent 62,178,426 Inspired Shares, representing approximately 38.95 per cent. of the issued ordinary share capital of Inspired as at close of business on 7 July 2025, being the last business day prior to the date of this announcement.

Inspired therefore now has written confirmations from Inspired Shareholders that they have no current intention to accept Regent's Offer in respect of a total of 76,449,678 Inspired Shares representing, in aggregate, approximately 47.89 per cent. of the ordinary share capital of Inspired in issue on 7 July 2025 (being the latest practicable date prior to the date of this announcement).

**Enquiries:**

**Inspired PLC**

Tel: +44 (0)1772 689 250

Mark Dickinson, CEO

Paul Connor, CFO

**Stanton (PR adviser to HGGC and Bidco)**

Tel: +1 646 502 3513

Tom Faust

**Rothschild (financial adviser to HGGC and Bidco)**

Tel: +44 (0)20 7280 5000

Alistair Allen

Rob McCann

Matt Jaquiss-Ollier

**Evercore (financial adviser to Inspired)**

Tel: +44 (0)20 7653 6000

Ed Banks / Wladimir Wallaert / Alex Bennett

**Shore Capital (nominated adviser and joint corporate broker to Inspired)**

Tel: +44 (0) 20 7408 4090

Patrick Castle

James Thomas

Sophie Collins

**Pannure Liberum (joint corporate broker to Inspired)**

Tel: +44 (0) 20 3100 2000

Edward Mansfield

Satbir Kler

Joshua Borlant

**Alma Strategic Communications (PR adviser to Inspired)**

Tel: +44 (0) 20 3405 0205

Justine James

Hannah Campbell

Will Ellis Hancock

Kirkland and Ellis International LLP is acting as legal adviser to HGGC and Bidco.

Ashurst LLP and Gateley plc are acting as legal advisers to Inspired.

**Further information**

*N. M. Rothschild & Sons Limited ("**Rothschild & Co.**"), which is authorised and regulated by the FCA in the United Kingdom, is acting as financial adviser to Bidco and HGGC and no one else in connection with the matters described in this announcement and will not be responsible to anyone other than Bidco and HGGC for providing the protections afforded to clients of Rothschild & Co., or for providing advice in connection with the matters referred to herein. Neither Rothschild & Co. nor any of its group undertakings or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Rothschild & Co. in connection with this announcement, any statement contained in this announcement or any matter referred to herein. No representation or warranty, express or implied, is made by Rothschild & Co. as to the contents of this announcement.*

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*No person has been authorised to give any information or make any representations other than those contained in this announcement and, if given or made, such information or representations must not be relied upon as having been authorised by Inspired, the Inspired Directors, Bidco, the Bidco Director, HGGC, or by Rothschild & Co. and Evercore or any other person involved in the Acquisition.*

**Important notices**

*This announcement is for information purposes only and is not intended to, and does not, constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities of Inspired in any jurisdiction in contravention of applicable law. The Acquisition will be implemented solely pursuant to the terms of the Offer Document which will contain the full terms and conditions of the Acquisition, including details of how to accept the Offer. Any decision or response in relation to the Acquisition should be made only on the basis of the information contained in the Offer Document.*

*The release, distribution or publication of this announcement in whole or in part, directly or indirectly in, into or from jurisdictions outside the United Kingdom may be restricted by law and therefore persons into whose possession this*

*jurisdictions outside the United Kingdom may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about, and observe, such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdiction.*

*This announcement does not constitute a prospectus, prospectus equivalent document or exempted document.*

*If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.*

#### **Overseas Shareholders**

*The release, publication or distribution of this announcement in, into or from jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the law of any jurisdiction other than the UK should inform themselves of, and observe, any applicable legal or regulatory requirements. Any failure to comply with such requirements may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person. This announcement has been prepared in accordance with and for the purpose of complying with English law, the Takeover Code, the Market Abuse Regulation and the Disclosure Guidance and Transparency Rules and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside England.*

*The availability of the Acquisition to Inspired Shareholders who are not resident in and citizens of the UK may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the UK should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person. Further details in relation to Overseas Shareholders will be contained in the Offer Document.*

*Unless otherwise determined by Bidco or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition will not be made available, in whole or in part, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may accept the Offer by any such use, means, instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Copies of this announcement and any formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including, without limitation, agents, custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported acceptance of the Offer. Unless otherwise permitted by applicable law and regulation, the Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.*

*The Acquisition will be subject to English law, the applicable requirements of the 2006 Act, the Takeover Code, the Panel, the FCA and the London Stock Exchange and applicable securities law.*

#### **Note to U.S. holders of Inspired Shares**

*The Offer will be made for the securities of an English company that is listed on the London Stock Exchange by means of a contractual takeover offer under the Takeover Code and English law and is subject to disclosure requirements and practices that are different, in some cases materially, from the tender offer rules of the United States. The financial information included in documents or announcements in relation to the Offer has been prepared in accordance with accounting standards applicable in the United Kingdom and thus may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.*

*For U.S. holders of Inspired Shares, the receipt of cash pursuant to the terms of the Acquisition as consideration for the transfer of their Inspired Shares, may be treated as a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each holder of Inspired Shares is urged to consult with its own legal, tax and financial advisers in connection with making a decision regarding this transaction and as to the U.S. federal, and applicable U.S. state, local, and foreign, tax consequences to it of the transaction contemplated hereby in*

light of such holders' specific circumstances.

The Offer will be made in the United States in accordance with the requirements of Regulation 14E under the U.S. Exchange Act to the extent applicable. The Offer qualifies for "Tier I" exemptions from the tender offer rules included in Regulation 14E under the U.S. Exchange Act for cross-border tender offers. Accordingly, the Offer will be subject to disclosure and other procedural requirements under the applicable laws of the United Kingdom, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that may be materially different from those applicable to tender offers for U.S. domestic companies and other companies for which "Tier I" exemptions do not apply.

Once the Offer becomes or is declared Unconditional, Bidco will acquire all Inspired Shares that have by that time been validly tendered (or deemed to have been validly tendered) in acceptance of the Offer and will, in accordance with the Takeover Code, settle the relevant consideration for all such accepted Inspired Shares (other than in respect of participants in the Inspired Share Plans, in respect of whom settlement will be effected through payroll or such other method as may be determined by Inspired): (i) in the case of acceptances received, valid and complete in all respects, by the date on which the Offer becomes or is declared Unconditional, within 14 days of such date; or (ii) in the case of acceptances of the Offer received, valid and complete in all respects, after the date on which the Offer becomes or is declared Unconditional but while it remains open for acceptance, within 14 days of the date of such receipt, in each case, rather than the three trading days that U.S. investors may be accustomed to in U.S. domestic tender offers. Similarly, if the Offer is terminated or withdrawn, all documents of title will be returned to Inspired Shareholders within 14 days of such termination or withdrawal.

In accordance with normal UK practice and Rule 14e-5(b) under the U.S. Exchange Act, Bidco and its nominees or brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Inspired Shares outside the United States, other than pursuant to the Offer, before or during the period in which the Offer remains open for acceptance. Also, in accordance with Rule 14e-5(b) of the U.S. Exchange Act. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Such purchases, or arrangements to purchase, shall comply with applicable rules in the United Kingdom and the rules of the London Stock Exchange. Any information about such purchases will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service of the FCA and will be available on the London Stock Exchange website: [www.londonstockexchange.com](http://www.londonstockexchange.com).

Bidco is a private limited company incorporated under English law. As a result, it may be difficult for investors to effect service of process within the United States upon the Bidco Directors or otherwise compel Bidco, Inspired or their respective directors, officers and affiliates to subject themselves to the jurisdiction and judgment of a U.S. court. It may not be possible to sue Bidco or Inspired, or any of their respective directors, officers or affiliates, in a non-U.S. court for violations of U.S. securities laws. There is doubt as to the enforceability in the United Kingdom, in original actions or in actions for enforcement of judgments of the U.S. courts, of civil liabilities predicated upon U.S. federal securities laws.

#### **Publication on website and availability of hard copies**

A copy of this announcement will be available free of charge, subject to certain restrictions relating to persons resident or located in Restricted Jurisdictions, for inspection on Bidco's website at [www.hggc.com/announcement](http://www.hggc.com/announcement) and on Inspired's website at <https://inspiredplc.co.uk/investors/>, by no later than 12.00 p.m. (London time) on the date following publication of this announcement and during the course of the Offer. For the avoidance of doubt, unless otherwise stated, neither the contents of Bidco's website or Inspired's website nor the contents of any website accessible from hyperlinks on Bidco's website or Inspired's website (or any other websites referred to in this announcement) are incorporated into, or form part of, this announcement.

Pursuant to Rule 30.3 of the Takeover Code, you may, subject to certain restrictions relating to persons resident or located in any Restricted Jurisdictions, request a hard copy of this announcement and all information incorporated into this announcement by contacting the Registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, or on +44 (0) 333 207 6505 between 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (excluding public holidays in the United Kingdom). For deaf and speech impaired shareholders, calls can be made via Relay UK. Please see [www.relayuk.bt.com](http://www.relayuk.bt.com) for more information. Please note that Equiniti cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. In accordance with Rule 30.3 of the Takeover Code, a person so entitled may also request that all future documents, announcements and information in relation to the Acquisition should be sent to them in hard copy form. If you have received this announcement in electronic form or via a website notification, hard copies of this announcement and any document or information incorporated by reference into this announcement will not be provided unless such a request is made.

Inspired Shareholders may also, subject to certain restrictions relating to persons resident or located in any Restricted Jurisdictions, request that all future documents, announcements and information sent to them in relation to the Acquisition

be in hard copy form. A hard copy of such document (including this announcement), announcement or information will not be sent unless so requested.

### **Forward-looking statements**

*This announcement contains certain statements about Bidco and Inspired that are or may be forward-looking statements, including with respect to the Acquisition. Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current assumptions, expectations, valuations, targets, estimates, forecasts and projections of Bidco and Inspired about future events, and are therefore subject to risks and uncertainties which could cause actual results, performance or events to differ materially from those expressed or implied by the forward-looking statements. All statements other than statements of historical facts included in this announcement may be forward-looking statements. Without limitation, forward-looking statements often include words such as "targets", "plans", "believes", "hopes", "continues", "expects", "aims", "intends", "will", "may", "should", "would", "could", "anticipates", "estimates", "will look to", "budget", "strategy", "would look to", "scheduled", "goal", "prepares", "forecasts", "cost-saving", "is subject to", "synergy", "projects" or words or terms of similar substance or the negative thereof.*

*By their nature, forward-looking statements involve risk and uncertainty, because they relate to events and depend on circumstances that will occur in the future and the factors described in the context of such forward-looking statements in this announcement could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, the possibility that the Acquisition will not be pursued or consummated, failure to obtain necessary regulatory approvals or to satisfy any of the other conditions to the Acquisition if it is pursued, adverse effects on the market price of Bidco's or Inspired's ordinary shares and on Bidco's or Inspired's operating results because of a failure to complete the Acquisition, failure to realise the expected benefits of the Acquisition, negative effects relating to the announcement of the Acquisition or any further announcements relating to the Acquisition or the consummation of the Acquisition on the market price of Inspired Shares, significant transaction costs and/or unknown liabilities, the Inspired Group incurring and/or experiencing unanticipated costs and/or delays (including IT system failures, cyber-crime, fraud and pension scheme liabilities), general economic and business conditions that affect the Inspired Group following the consummation of the Acquisition, changes in global, political, economic, business, competitive, market and regulatory forces (including exposures to terrorist activities), future exchange and interest rates, changes in tax laws, regulations, rates and policies, future business combinations or disposals, changes in general economic and business conditions, changes in the behaviour of other market participants, weak, volatile or illiquid capital and/or credit markets, interest rate and currency value fluctuations, changes in laws or in supervisory expectations or requirements and competitive developments. Although it is believed that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and you are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this announcement. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions proves incorrect, actual results may differ materially from those expected, estimated or projected.*

*All forward-looking statements contained in this announcement are expressly qualified in their entirety by the cautionary statements contained or referred to in this section.*

*Each forward-looking statement speaks only as of the date of this announcement. Neither Bidco nor Inspired, nor any of their respective associates or directors, officers or advisers, provides any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. Other than in accordance with their legal or regulatory obligations (including under the Takeover Code, the UK Listing Rules and the Disclosure Guidance and Transparency Rules), neither the Bidco Group nor the Inspired Group is under, or undertakes, any obligation, and each of the foregoing expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

### **Disclosure requirements of the Code**

*Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of: (i) the offeree company; and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.*

*Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).*

*Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at <https://www.thetakeoverpanel.org.uk>, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Takeover Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.*

#### **Information relating to Inspired Shareholders**

*Please be aware that addresses, electronic addresses and certain other information provided by Inspired Shareholders, persons with information rights and other relevant persons for the receipt of communications from Inspired may be provided to Bidco during the offer period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.*

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